Management Board minutes
Monday 6 August 2018

Members and other attendees present

Paul Arnold	Deputy Chief Executive Officer
Ailsa Beaton	Non-executive Director
David Cooke	Non-executive Director
Elizabeth Denham	Information Commissioner (Chair)
Jane McCall	Non-executive Director
Steve Wood	Deputy Commissioner (Executive Director - Policy)
Nicola Wood	Non-executive Director
Peter Bloomfield	Senior Corporate Governance Manager (secretariat)
Christopher Braithwaite	Senior Corporate Governance Manager (secretariat)

1. Introductions and apologies

1.1. There were apologies from James Dipple-Johnstone, who were unable to attend the meeting.

1.2. Christopher Braithwaite was welcomed to the Board as the new Senior Corporate Governance Manager.

2. Declaration of interests

2.1. There were no declarations of interest.

3. Matters arising from the previous meeting

3.1. The minutes were confirmed as accurate. There were no outstanding actions.

4. Commissioner's introduction

4.1. The Commissioner highlighted issues of importance for the ICO not covered elsewhere in the agenda. In particular, the Commissioner provided an update on the investigation into the use of data analytics in political campaigns. Two reports detailing the findings, recommendations and actions arising from the investigation had been published in July 2018.

4.2. The Commissioner commented that a strategic communications plan had been developed for the investigation, which had been extremely successful.

4.3. The Commissioner reported that an appointment had been made to the new post of Executive Director – Technology Policy and Innovation, for a two-year fixed term.

4.4. The Commissioner provided the Board with an update regarding the potential data protection implications of the UK's exit from the EU. The Board recognised the risk that, as withdrawal from the EU approached, the ICO may face an increase in enquiries from data controllers about the data protection implications of withdrawal. This would need to be carefully monitored.

4.5. The Commissioner informed the Board that, as required under the Data Protection Act 2018, the ICO was developing four Codes of Practice, including Codes covering Age Appropriate Design for Child-focused Websites and the Media.

4.6. The Commissioner reported that the ICO would submit a response to the DCMS Consultation regarding the Centre for Data Ethics and Innovation. This response could be shared with the Non-Executive Directors.

Action: Chris Braithwaite to provide Non-Executive Directors with a copy of the ICO's response to the DCMS's consultation on the Centre for Data Ethics and Innovation.

4.7. The Commissioner extended her thanks to Peter Bloomfield for his work as Senior Corporate Governance Manager, providing Corporate Governance support to the Commissioner and her two predecessors. Mr Bloomfield was moving to a new role within the ICO.

5. Discussion items

Remuneration Advisory Panel terms of reference

5.1. Paul Arnold introduced a report which set out the proposed terms of reference for a Remuneration Advisory Panel.

5.2. The Board considered the terms of reference and proposed the following amendments:

- for consistency, the responsibility for the Panel to consider executive development and succession should be included in the purposes and objectives sections;
- there should be explicit reference to the Panel taking value for money into account;
- the Panel should have the power to consider whether it wishes to appoint an Independent Member with appropriate experience in remuneration matters;
- there should be flexibility in the length of appointments to the Panel to allow Non-Executive Directors to serve on different committees; and
- in order to assist the Commissioner during recruitment processes, there should be a facility for the Panel to hold ad hoc meetings or provide informal advice.

5.3. Subject to the amendments set out above, the Board supported the proposal.

Action: Paul Arnold to update the terms of reference of the Remuneration Advisory Panel.

Governance Review

5.4. Paul Arnold introduced a report which set out proposals to conduct a review of the ICO's governance arrangements. Paul Arnold explained that the initial proposals would be presented for discussion at the Board's Planning Day on 18 October.

5.5. Paul Arnold confirmed that research had been commissioned into current best practices in corporate governance in the UK and abroad.

5.6. The Board supported the proposals for the review, commenting that a key consideration would be to maintain an appropriate balance between the ICO's independence and the ICO's accountability to Government.

Director appointments

5.7. Paul Arnold provided an update regarding the appointment of Directors. 11 new Directors had been

appointed, of which three had been internal appointments. The new Directors would be introduced to the Board at the Planning Day on 18 October.

5.8. Paul Arnold explained that pay flexibility, which had been agreed with DCMS and supported by both Trade Unions, had been invaluable in enabling the successful recruitment process.

6. Risk and opportunity management

6.1. Paul Arnold introduced the risk and opportunity register, reporting that the Audit Committee would review all risks (both strategic and non-strategic) at its October 2018 meeting (and on an annual basis thereafter, in addition to the risk register being presented to every meeting). Prior to this, the register would be updated to include pre- and post-mitigation risk ratings.

6.2. The Board noted that the top risk on the register was in relation to resourcing for operational work, particularly in respect of Customer Contact's additional work as a result of GDPR. It was agreed that, while this risk remained the top risk on the register, there should be a specific agenda item to discuss this issue at future Board meetings. The Board requested that this include information regarding whether operational work continued to be completed to the same standard as it had been before the increase in demand.

Action: Chris Braithwaite to ensure that a report the top-rated risk on the risk register is an agenda item at future Board meetings.

7. Quarter one performance against the Information Rights Strategic Plan and the Resource and Infrastructure Strategic Plan

Performance against Information Rights Strategic Plan

7.1. The quarter one report on performance against the Information Rights Strategic Plan was presented for information and discussion.

7.2. The Board commented that, in light of the investigation into the use of data analytics in political campaigns, it may be beneficial to target support to high-risk sectors to ensure that these sectors are able to meet public expectations for handling personal data.

7.3. The Board requested that the following amendments be made to the presentation of the report for future meetings:

- The summary page of the report should provide a more user-friendly snapshot of the report, including highlighting any team capacity or performance issues.
- A greater level of analysis should be provided (as the report was currently largely descriptive).
- The report focused on positives, but it would be helpful for the Board if there was a greater focus on emerging issues and options, on which the Board may be able to provide a steer.

Performance against Resource and Infrastructure Strategic Plan

7.4. The quarter one report on performance against the Resource and Infrastructure Strategic Plan was presented for information and discussion. Paul Arnold explained that the main challenge of the previous quarter had been the significant increases in demand for Customer Contact as a result of GDPR coming in to force (as discussed in consideration of the risk and opportunity register). Options were being explored to provide resilience against similar future demand spikes and, potentially, for out-of-hours reporting.

7.5. The Board expressed their thanks to Customer Contact for their excellent work in dealing with the unprecedented demand for their services over the last quarter.

8. Management accounts

8.1. The June 2018 financial report was presented for information. Paul Arnold reported that income was significantly ahead of forecast, due to a substantial increase in the number of registration fees following GDPR coming in to force. However, there had also been significant additional spending as a result of the investigation into the use of data analytics in political campaigns. The additional fee income was expected to mitigate against this additional spending.

8.2. Paul Arnold reported that DCMS had undertaken a consultation to review the exemptions from paying charges to register as a data controller.

8.3. The Board noted that there had been a significant saving in bank charges against the budget. Paul Arnold explained that the charges had been renegotiated in October 2017, but would clarify whether this was the sole cause of the saving against the budget.

Action: Paul Arnold to clarify whether the cause of the saving against the budget for bank charges was solely due to the renegotiation of these charges.

9. Any other business

Board Planning Day – 18 October 2018

9.1. Paul Arnold explained that the Board Planning Day would include an external facilitator and the agenda for the currently included the Governance Review, the People Strategy and introductions to the new Directors. An additional area for discussion was suggested regarding whether there should be a broader role for Non-Executive Directors. Paul Arnold requested that Board Members notify him if there were any additional areas which they wished to discuss. The Non-Executive Directors suggested that it may be beneficial if they speak to the facilitator in advance of the Planning Day.

Action: Board Members to notify Paul Arnold of any additional items for discussion at the Board Planning Day.

Action: Paul Arnold to suggest the external facilitator speak with the Non-Executive Directors in advance of the Planning Day.

ICO 2017/18 Annual Report

9.2. The Board discussed the format and launch of the 2017/18 ICO Annual Report.